

RECORDATION NO. 25037 FILED

JUL 6 '04 1-49 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 30, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 12, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Lessee: Can-Oat Milling
P.O. Box 520
Portage La Prairie
Manitoba RIN 3W1
Canada

A description of the railroad equipment covered by the enclosed documents is:

30 railcars within the series AEX 8843 – AEX 9249 and MOBX 52589 and MOBX 52533.

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 12th day of November, 2003, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Can-Oat Milling, a limited partnership (Manitoba), having its principal place of business at P.O. Box 520, Portage la Prairie, Manitoba, Canada R1N3W1 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated November 12, 2003, (the "Master Lease"), and Deal #R00273 dated as of November 12, 2003, (the "Assigned Schedule"), whereby Lessor leases to Lessee thirty (30) railcars having railroad reporting marks as noted on attached Exhibit "A" (" ") the term of sixty (60) months starting as they are received in STB
2. The parties desire to execute this Memorandum for the Lease Agreement and Schedule contemplated hereof record COPY
3. This Memorandum of Lease may be executed in executed counterpart constituting an original but s, each Memorandum of Lease. 3 same

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

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SURFACE TRANSPORTATION BOARD

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO

)

COUNTY OF LUCAS

)

SS:

The foregoing instrument was acknowledged before me this 16th day of June, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Susan E. Monro
Notary Public

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SUSAN E. MONRO
Notary Public, State of Ohio
Attorney At Law
My Commission Has
No Expiration
Section 147.03 R.C.



LESSEE:

CAN-OAT MILLING

By: CAN-OAT MILLING, INC., its General Partner

By: 

By: 

Title: C.F.O.

President

JUNE 10, 2004.

(Remainder of page Intentionally Blank)

LESSEE:

CAN-OAT MILLING

By: CAN-OAT MILLING INC., its General Partner

By: TS

Title: EVP- OPERATIONS

STATE OF _____)

COUNTY OF _____) SS:

The foregoing instrument was acknowledged before me this 5 day of July, 2004, by TREVOR PIZZET, the EVP. OPERATIONS of CAN OAT, a _____ corporation, on behalf of the corporation.

Barry Robert Greenberg
Notary Public

(Remainder of page intentionally Blank)

BARRY ROBERT GREENBERG
Notary Public in and for
the Province of Manitoba

EXHIBIT A
DEAL # R00273
Can Oat Milling

	Car Initial	Car Number
1	AEX	9205
2	AEX	8845
3	AEX	9228
4	AEX	9238
5	AEX	9232
6	AEX	9231
7	AEX	9230
8	AEX	9233
9	AEX	9236
10	AEX	9234
11	AEX	9237
12	AEX	8859
13	AEX	8885
14	AEX	9217
15	AEX	8843
16	AEX	9241
17	AEX	9222
18	AEX	9246
19	AEX	9247
20	AEX	9248
21	AEX	9220
22	AEX	9201
23	AEX	9239
24	AEX	8872
25	AEX	9243
26	AEX	9218
27	AEX	9249
28	AEX	9003
29	MOBX	52589
30	MOBX	52533

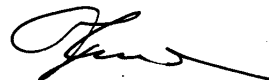
tbd = to be determined

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/6/04



Robert W. Alvord

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 25037-A FILED

JUL 6 '04

1-52 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

June 30, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

- A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of June 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement being filed concurrently with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Assignee: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

A description of the railroad equipment covered by the enclosed documents is:

30 railcars within the series AEX 8843 – AEX 9249 and MOBX 52589 and MOBX 52533.

Mr. Vernon A. Williams
June 30, 2004
Page Two

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

JUL 6 '04

1-52 PM

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of June 30, 2004, by and between The Andersons, Inc. ("Assignor") and ICX Corporation. ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Can-Oat Milling, as Lessee, have heretofore entered into that certain Master Lease Agreement and Rider #R00273, both dated November 12, 2003 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 simultaneous signed recordation number _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars valuable consideration, the receipt and sufficiency of which are hereby Assignee all right, title and interest of Assignor in, to and under the Lease

This Assignment may be executed in any number of counterpart original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

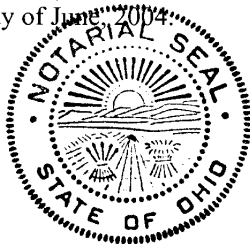
ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith
Gary Smith
Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 29th day of June, 2004.



Julie Ann Dibble
Notary Public
My commission expires 8-20-05
JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

ASSIGNEE: ICX CORPORATION.

By: *Dennis J. Diemer*
Name: Dennis J. Diemer
Title: Vice President

STATE OF OHIO)
) ss:
COUNTY OF CUYAHOGA)

Before me, a Notary Public, in and for said county and state, personally appeared DENNIS J. DIEMER the VICE PRESIDENT of ICX Corporation., a OHIO corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at CLEVELAND, OHIO this 24th day of JUNE, 2004.

Debra A. Grim
Notary Public
My Commission Expires: Dec. 3, 2006

DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

EXHIBIT A
DEAL # R00273
Can Oat Milling

	Car Initial	Car Number
1	AEX	9205
2	AEX	8845
3	AEX	9228
4	AEX	9238
5	AEX	9232
6	AEX	9231
7	AEX	9230
8	AEX	9233
9	AEX	9236
10	AEX	9234
11	AEX	9237
12	AEX	8859
13	AEX	8885
14	AEX	9217
15	AEX	8843
16	AEX	9241
17	AEX	9222
18	AEX	9246
19	AEX	9247
20	AEX	9248
21	AEX	9220
22	AEX	9201
23	AEX	9239
24	AEX	8872
25	AEX	9243
26	AEX	9218
27	AEX	9249
28	AEX	9003
29	MOBX	52589
30	MOBX	52533

tbd = to be determined

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/6/04



Robert W. Alvord